

Robert J. Giuffra, Jr. (*admitted pro hac vice*)  
Sharon L. Nelles (*admitted pro hac vice*)  
Suhana S. Han (*admitted pro hac vice*)  
William H. Wagener (*admitted pro hac vice*)  
**SULLIVAN & CROMWELL LLP**  
125 Broad Street  
New York, New York 10004  
Telephone: (212) 558-4000  
Facsimile: (212) 558-3588

Laura Kabler Oswell (State Bar No. 241281)  
SULLIVAN & CROMWELL LLP  
1870 Embarcadero Road  
Palo Alto, California 94303  
Telephone: (650) 461-5600  
Facsimile: (650) 461-5700

*Attorneys for Defendants Volkswagen AG,  
Volkswagen Group of America, Inc. and  
Volkswagen Group of America Finance, LLC*

*[Additional counsel on signature page]*

**UNITED STATES DISTRICT COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**

IN RE: VOLKSWAGEN “CLEAN DIESEL”  
MARKETING, SALES PRACTICES, AND  
PRODUCTS LIABILITY LITIGATION

**This Document Relates to:**

*BRS v. Volkswagen AG, et al.*, Case No. 16-cv-3435 (“Bondholders Securities Action”)

) MDL No. 2672 CRB (JSC)  
)  
) **DEFENDANTS VOLKSWAGEN AG,**  
) **VOLKSWAGEN GROUP OF AMERICA, INC.,**  
) **VOLKSWAGEN GROUP OF AMERICA**  
) **FINANCE, LLC, MICHAEL HORN, AND**  
) **MARTIN WINTERKORN’S MOTION TO**  
) **FILE UNDER SEAL**

) Courtroom: 6  
 ) The Honorable Charles R. Breyer

Pursuant to Local Civil Rules 7-11 and 79-5, and the Stipulated Protective Order (ECF No. 5903), Defendants Volkswagen AG, Volkswagen Group of America, Inc., Volkswagen Group of America Finance, LLC, Michael Horn, and Martin Winterkorn (collectively, “Defendants”) respectfully request to file portions of their Memorandum of Law in Opposition of Law in Opposition to Plaintiff’s Motion for Class Certification (the “Opposition”), portions of Exhibit A and Exhibit B to the Declaration of Suhana S. Han in Support of Defendants Volkswagen AG, Volkswagen Group of America, Inc., Volkswagen Group of America Finance, LLC, Michael Horn and Martin Winterkorn’s Memorandum of Law in Opposition to Plaintiff’s Motion for Class Certification and in Support of Defendants’ Motion to Exclude the Testimony of Dr. Michael Hartzmark (“Han Declaration”) under seal.

On February 19, 2019, the Court granted the parties’ Stipulated Protective Order. Pursuant to the Stipulated Protective Order, “a Party may not file in the public record in this Action any Protected Material” and “[a] Party that seeks to file under seal any Protected Material must comply with Civil Local Rule 79-5.” Exhibit B to the Han Declaration, a copy of the transcript of the deposition of Michael L. Hartzmark, Ph.D., dated January 10, 2020, was designated “Confidential” by counsel for Plaintiff pending further review by Dr. Hartzmark, and therefore constitutes “Protected Material.”

As required by Civil Local Rule 79-5(e), the accompanying Declaration of Suhana S. Han in support of Administrative Motion to File Under Seal identifies “the document or portions thereof which contain the designated confidential material and identify the party that has designated the material as confidential” and is being served on Plaintiff concurrently with the Opposition and this Motion to Seal.

Accordingly, Defendants respectfully request that Exhibit B to the Han Declaration, as well as the portions of the Opposition and Exhibit A to the Han Declaration that reference Exhibit B, be filed under seal and kept under seal until further order of the Court.

1 Dated: February 14, 2020

Respectfully submitted,

2 /s/ Robert J. Giuffra, Jr.

3 Robert J. Giuffra, Jr. (*admitted pro hac*  
vice)

4 Sharon L. Nelles (*admitted pro hac vice*)

5 Suhana S. Han (*admitted pro hac vice*)

6 William H. Wagener (*admitted pro hac*  
vice)

SULLIVAN & CROMWELL LLP

125 Broad Street

New York, New York 10004

7 Telephone: (212) 558-4000

8 Facsimile: (212) 558-3588

9 Laura Kabler Oswell

SULLIVAN & CROMWELL LLP

1870 Embarcadero Road

10 Palo Alto, California 94303

11 Telephone: (650) 461-5600

Facsimile: (650) 461-5700

12 *Attorneys for Defendants Volkswagen AG,*  
13 *Volkswagen Group of America, Inc. and*  
14 *Volkswagen Group of America Finance,*  
*LLC*

15 /s/ David Schertler

David Schertler (*admitted pro hac vice*)

16 Lisa Manning (*admitted pro hac vice*)

17 Joseph Gonzalez (*admitted pro hac vice*)

SCHERTLER & ONORATO, LLP

901 New York Avenue, N.W.

18 Suite 500

Washington, D.C. 20001

19 Telephone: (202) 628-4199

20 Facsimile: (202) 628-4177

21 *Attorneys for Defendant Michael Horn*

22 /s/ Gregory P. Joseph

Gregory P. Joseph (*admitted pro hac vice*)

23 Peter R. Jerdee (*admitted pro hac vice*)

24 Christopher J. Stanley (*admitted pro hac*  
vice)

JOSEPH HAGE AARONSON LLC

485 Lexington Avenue, 30th Floor

25 New York, New York 10017

26 Telephone: (212) 407-1210

Facsimile: (212) 407-1280

27 *Attorneys for Defendant Martin*  
28 *Winterkorn*

**ATTESTATION (CIVIL LOCAL RULE 5-1(i)(3))**

In accordance with Civil Local Rule 5-1(i)(3), I attest that concurrence in the filing of this document has been obtained from the signatory.

Dated: February 14, 2020

SULLIVAN & CROMWELL LLP

/s/ Laura Kabler Oswell

Laura Kabler Oswell